

**19 September 2014**

**All outstanding shareholders of  
FX Networks Limited**

**Compulsory Acquisition Notice under Rule 54 of the New Zealand Takeovers Code in  
respect of Shares in FX Networks Limited**

**Background**

Vocus (New Zealand) Holdings Limited (**Vocus NZ** or **Offeror**) made a takeover offer dated 18 August 2014 (**Offer**) for all of the ordinary shares (**Target Shares**) in FX Networks Limited (**Target**). The consideration offered for each Target Share was:

- 16.76 shares in Vocus Communications Limited (the ASX listed parent company of Vocus NZ) (**Vocus Shares**); or
- \$79.30 in cash (the **Cash Amount**).

The Offer closed on 16 September 2014. The Offeror received sufficient acceptances of the Offer to result in it becoming the holder or controller of 90% or more of the Target Shares.

The Offeror gave notice on 19 September 2014 that it became the dominant owner of the Target for the purposes of the compulsory acquisition provisions of the Takeovers Code.

**Interpretation**

Any expression that is defined in the Takeovers Code and used (but not defined) in this notice has the same meaning as in the Takeovers Code. In this notice, all sums of money referred to are in New Zealand currency and all time references are to New Zealand time.

**Vocus NZ to acquire outstanding FX Shares**

The Offeror is now exercising its compulsory acquisition rights under Part 7 of the Takeovers Code and pursuant to Rule 52 of the Takeovers Code. Accordingly, you (as an outstanding shareholder of FX Networks Limited) must now sell to the Offeror all of your Target Shares.

Attached to this notice is a form (**Transfer Form**) prepared to effect the transfer to Vocus NZ of all of your Target Shares. You are requested to complete and return the Transfer Form in the reply paid envelope to one of the addresses below:

**"Vocus – FX Networks Takeover Offer"**  
Computershare Investor Services Limited  
Private Bag 92119  
Auckland 1142  
New Zealand



OR

**"Vocus – FX Networks Takeover Offer"**

Computershare Investor Services Limited  
Level 2, 159 Hurstmere Road  
Takapuna  
Auckland  
New Zealand

You are requested to complete and return the Transfer Form so that it is received no later than 10 October 2014 (being 21 days after the date of this notice).

**Consideration for outstanding Target Shares**

If you complete and return the Transfer Form so that it is received on or before 10 October 2014, you may elect (by completing the appropriate sections of the Transfer Form) to receive either

- (a) 16.76 Vocus Shares; or
- (b) the Cash Amount,

for every one of your Target Shares.

If you do not complete and return the Transfer Form so that it is received on or before 10 October 2014 the Takeovers Code provides that:

- (a) You will be due to receive the Default Consideration (as defined in the Offer), being:
  - (i) Vocus Shares in respect of 67% of your Target Shares (rounded down to the nearest whole Target Share); and
  - (ii) the Cash Amount in respect of 33% of your Target Shares (rounded up to the nearest whole Target Share).
- (b) Accordingly, the Offeror must:
  - (i) Vest in you any Vocus Shares due to you as Default Consideration (by registering you as the holder of those Vocus Shares); and
  - (ii) Pay any Cash Amount due to you as Default Consideration to the Target.
- (c) The Target must hold any cash consideration referenced under (b)(ii) above on trust for you in an interest bearing trust account with a registered bank until such time as you claim payment.
- (d) The Offeror, or its agent, must sign on your behalf a Transfer Form in relation to your Target Shares.
- (e) On receipt of the Transfer Form signed by the Offeror on your behalf and payment of the consideration payable for your Target Shares, the directors of the Target are required to register the transfer of your Target Shares into the name of the Offeror.

If the cash consideration relating to your Target Shares is paid to the Target (as set out in paragraph (b)(ii) above) then you may claim that consideration directly from the Target.

**Information required under Rule 55 of the Takeovers Code**

The details required to be stated in this notice by Rule 55 of the Takeovers Code are set out below:

- (a) The Offeror holds or controls 90% or more of the voting rights in the Target.
- (b) All outstanding shareholders in the Target must sell their Target Shares to the Offeror.
- (c) The consideration to be provided for each outstanding Target Share is:
  - (i) 16.76 Vocus Shares; or
  - (ii) the Cash Amount,

which is the same as the consideration paid by the Offeror for each Target Share under the Offer. In order to nominate a consideration alternative for each of your Target Shares, please complete the attached Transfer Form accordingly. If you do not nominate the form of consideration which you wish to receive in respect of each of your Target Shares, you will receive the Default Consideration (as detailed above) in return for your Target Shares;

- (d) The outstanding shareholders in the Target have the right to sell their Target Shares to the Offeror and be paid for those Target Shares in accordance with Part 7 of the Takeovers Code as set out in this notice.
- (e) The date on which this notice is sent is 19 September 2014.
- (f) This notice is accompanied by a Transfer Form.
- (g) The completed Transfer Form should be sent to:

**"Vocus – FX Networks Takeover Offer"**  
Computershare Investor Services Limited  
Private Bag 92119  
Auckland 1142  
New Zealand

OR

**"Vocus – FX Networks Takeover Offer"**  
Computershare Investor Services Limited  
Level 2, 159 Hurstmere Road  
Takapuna  
Auckland  
New Zealand

Signed for and on behalf of  
Vocus (New Zealand) Holdings Limited



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Rick Correll  
Director

cc: FX Networks Limited  
Ground Floor  
FX Networks House  
138 The Terrace  
WELLINGTON

cc: The Takeovers Panel  
Level 3, Solnet House  
70 The Terrace  
WELLINGTON 6011

cc: Registrar of Companies  
Northern Business Centre  
Private Bag 92061  
Victoria Street West  
AUCKLAND 1142

# TRANSFER FORM

## Vocus (New Zealand) Holdings Limited FULL TAKEOVER OFFER FOR ALL SHARES IN FX Networks Limited

SHAREHOLDER  
(TRANSFEROR)

SECURITYHOLDER  
DETAILS

NUMBER OF TARGET SHARES HELD AS  
AT 7 AUGUST 2014

HOLDER NUMBER

NUMBER OF TARGET SHARES IN  
RESPECT OF WHICH YOU WISH TO  
RECEIVE VOCUS SHARES ON  
SETTLEMENT OF THE OFFER

NUMBER OF TARGET SHARES IN  
RESPECT OF WHICH YOU WISH TO  
RECEIVE A CASH AMOUNT ON  
SETTLEMENT OF THE OFFER

BY SIGNING THIS FORM THE TRANSFEROR HEREBY:

- (a) accepts the full takeover offer (**Offer**) dated 18 August 2014 by Vocus (New Zealand) Holdings Limited (**Transferee**) for the shares in FX Networks Limited (**FX Shares**) described above held by the Transferor;
- (b) subject to the terms and conditions of the Offer, transfers the Transferor's FX Shares to the Transferee;
- (c) as set out on the reverse of this form, appoints the Transferee the attorney of the Transferor; and
- (d) confirms that either:
  - (i) the share certificate(s) relating to all of the FX Shares held by the Transferor are enclosed with this transfer form;
  - (ii) no share certificates were issued in connection with those FX Shares held by the Transferor; or
  - (iii) the share certificate(s) relating to those FX Shares held by the Transferor have been lost and will not be recovered (whether by the Transferor or otherwise),

and indemnifies the Transferee against any loss or liability arising from the confirmation set out above being incorrect.

PLEASE RETURN THIS FORM ON OR BEFORE 10 OCTOBER 2014, by post (in the reply-paid envelope which is enclosed), hand delivery or courier.

EXECUTED AND DELIVERED AS A DEED:		
FOR AN INDIVIDUAL OR JOINT HOLDERS / ATTORNEY		FOR A COMPANY / BODY CORPORATE
<i>Signed by the Transferor(s):</i>  _____ <i>Signature</i>  _____ <i>Signature</i>	<i>Witness:</i>  _____ <i>Signature</i>  <i>Name:</i> <i>Address:</i> <i>Occupation:</i>	<i>Signed by the Transferor(s) by:</i>  _____ <i>Director</i>  _____ <i>Director</i>
Dated and executed the _____ day of _____ 2014.		

## NOTES AND INSTRUCTIONS FOR COMPLETION

1. **TO TRANSFER YOUR FX SHARES:** Complete and sign this form as a deed where marked "Signed by the Transferor(s)". Companies must sign in accordance with the Companies Act 1993.
2. **JOINT HOLDERS:** If the FX Shares are registered in the names of joint holders, all must sign the form.
3. **SHARES HELD BY NOMINEES:** If your FX Shares are held through a nominee, advise your nominee that you wish to sell all of your FX Shares and instruct your nominee to complete accordingly, sign and return the form to the Transferee in accordance with the instructions set out in this form.
4. **POWER OF ATTORNEY:** If this form is signed under a power of attorney, the relevant power of attorney must be submitted with the form for noting and return, and the certificate printed below must be completed.
5. **ON COMPLETION:** Place the signed form in the enclosed reply-paid envelope and post to the Transferee at either of the addresses below as soon as possible, but in any event so as to be received not later than 10 October 2014.

**"Vocus – FX Networks Takeover Offer"**

Computershare Investor Services Limited  
Private Bag 92119  
Auckland 1142  
New Zealand

OR

**"Vocus – FX Networks Takeover Offer"**

Computershare Investor Services Limited  
Level 2, 159 Hurstmere Road  
Takapuna  
Auckland  
New Zealand

The original can be returned by post (in the enclosed reply-paid envelope), by hand delivery or courier to either of the above addresses.

6. **PREVIOUS SALE:** If you have sold all your FX Shares, please pass this form together with the Offer documents to your share broker or the purchaser(s) of such FX Shares. If you have sold part of your shareholding, record that fact on this form by amending the number of FX Shares noted as being held by you on the face of this form.
7. **SALE OF PART HOLDING ONLY:** You may not accept this Offer in respect of part only of your FX Shares.
8. **INTERPRETATION:** In this form references to the Transferor in the singular shall include the plural.

### POWER OF ATTORNEY

BY THE TRANSFEROR'S EXECUTION ON THE FACE OF THIS FORM, THE TRANSFEROR hereby enters into a Power of Attorney in favour of the Transferee as follows:

As from the date of beneficial ownership, and title, to my/our FX Shares passing to the Transferee in accordance with the terms of the Offer, I/we hereby irrevocably authorise and appoint the Transferee (with power of substitution by the Transferee in favour of such person(s) as the Transferee may appoint to act on its behalf) as my/our attorney and agent to act for me/us and do all matters of any kind or nature whatsoever in respect of or pertaining to the FX Shares and all rights and benefits attaching to them as the Transferee may think proper and expedient and which I/we could lawfully do or cause to be done if personally acting as a legal or beneficial owner of the applicable FX Shares.

IF THIS FORM IS SIGNED UNDER POWER OF ATTORNEY, THE ATTORNEY(S)  
SIGNING MUST SIGN THE FOLLOWING CERTIFICATE:

CERTIFICATE OF NON-REVOCATION OF POWER OF ATTORNEY

I/WE \_\_\_\_\_ *(insert name of attorney signing)*

of \_\_\_\_\_ *(Address and Occupation of attorney signing)*

**HEREBY CERTIFY THAT:**

1. by a Power of Attorney dated the \_\_\_\_\_ day of \_\_\_\_\_, the Transferor named and described on the face of this form (**Donor**) appointed me his/her/its/their attorney on the terms and conditions set out in that Power of Attorney.
2. I/we have executed the form printed on the face of this document as attorney under that Power of Attorney and pursuant to the powers thereby conferred upon me/us.
3. at the date hereof I/we have not received any notice or information of the revocation of that Power of Attorney by the death (or winding up) of the Donor or otherwise.

Signed at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Signature(s) of Attorney(s) \_\_\_\_\_

**Note:** Your signature does not require witnessing